

MAVENIR SYSTEMS INC
 Form 3
 November 06, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Cisco Systems International B.V.
 (Last) (First) (Middle)
 HAARLERBERGPARK, HAARLERBERGWEG
 13-19

2. Date of Event Requiring Statement
 (Month/Day/Year)
 11/06/2013

3. Issuer Name and Ticker or Trading Symbol
 MAVENIR SYSTEMS INC [MVNR]
 4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

AMSTERDAM, P7 1101CH
 (City) (State) (Zip)

(Check all applicable)
 ___ Director ___X___ 10% Owner ___ Other Reporting Person
 Officer (give (specify title below) below) ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|--|--|

(Instr. 5)

| | | | | | | | |
|---|------------|------------|--------------|-------------------|---------------|-------|---|
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 6,287,989 (2) | \$ (1) (2) | D (7) | Â |
| Series D Preferred Stock | Â (3) | Â (3) | Common Stock | 958,195 (2) | \$ (2) (3) | D (7) | Â |
| Series E Preferred Stock | Â (4) | Â (4) | Common Stock | 705,436 (2) | \$ (2) (4) | D (7) | Â |
| Series C Preferred Stock Warrant (Right to Buy) | 10/29/2008 | 10/29/2015 | Common Stock | 6,287,989 (2) (5) | \$ 0.9542 (6) | D (7) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cisco Systems International B.V. HAARLERBERGPARK HAARLERBERGWEG 13-19 AMSTERDAM,Â P7Â 1101CH | Â | Â X | Â | Â |
| CISCO SYSTEMS, INC. 170 WEST TASMAN DR SAN JOSE,Â CAÂ 95134-1706 | Â | Â X | Â | Â |

Signatures

CISCO SYSTEMS INTERNATIONAL B.V. By: /s/ Evan Sloves,
Attorney-in-Fact 11/06/2013

__Signature of Reporting Person

Date

CISCO SYSTEMS, INC. By: /s/ Evan Sloves, Assistant Secretary 11/06/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Series C Preferred Stock is convertible at any time into one share of Issuer's Common Stock for no additional consideration. Each such share will automatically convert into one-seventh of one share of Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series C Preferred Stock does not have an expiration date.
- (2) Number of shares and exercise price do not reflect a seven-for-one reverse stock split to be effected by the Issuer immediately prior to the closing of the Issuer's initial public offering of Common Stock.
- (3) Each share of Series D Preferred Stock is convertible at any time into one share of Issuer's Common Stock for no additional consideration. Each such share will automatically convert into one-seventh of one share of Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series D Preferred Stock does not have an expiration date.
- (4) Each share of Series E Preferred Stock is convertible at any time into one share of Issuer's Common Stock for no additional consideration. Each such share will automatically convert into one-seventh of one share of Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series E Preferred Stock does not have an expiration date.
- (5) The reported warrant is currently exercisable for 6,287,989 shares of the Issuer's Series C Preferred Stock. Upon the closing of the Issuer's initial public offering of Common Stock, all outstanding shares of Series C Preferred Stock will automatically convert into Common Stock after giving effect to a 1-for-7 reverse stock split, and the reported warrant will by its terms become exercisable for

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898,284 shares of the Issuer's Common Stock.

- (6) The warrant exercise price has not been adjusted to give effect to the Issuer's seven-for-one reverse stock split to be effected immediately prior to the closing of the Issuer's initial public offering of Common Stock.

- (7) Cisco Systems International B.V. (Cisco International B.V.) directly beneficially owns the reported securities. Cisco Systems, Inc. (Cisco) indirectly owns 100% of the outstanding securities of Cisco International B.V. and as such may be deemed to be an indirect beneficial owner of the reported securities. Except to the extent of any indirect pecuniary interest therein, Cisco disclaims beneficial ownership of the securities beneficially owned by Cisco International B.V.

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Remarks:

Following the closing of the Issuer's initial public offering, the Reporting Persons expect that the se

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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